FINANCIAL STATEMENTS WITH INDEPENDENT AUDITOR'S REPORT

FOR THE FISCAL YEAR ENDED JUNE 30, 2012

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INDEPENDENT AUDITOR'S REPORT

ScholarShare Investment Board Sacramento, California

We have audited the accompanying financial statements of the ScholarShare Administrative Fund (the Fund) of the State of California, as of and for the fiscal year ended June 30, 2012, as listed in the table of contents. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the ScholarShare Administrative Fund and do not purport to, and do not, present fairly the financial position of the State of California as of June 30, 2012 and the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the ScholarShare Administrative Fund of the State of California as of June 30, 2012, and the changes in financial position and cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

GILBERT ASSOCIATES, INC.

Milbert associates, bu.

Sacramento, California

October 12, 2012

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2012

This section of the ScholarShare Investment Board's (SIB or Board) annual financial statements for the ScholarShare Administrative Fund (Fund) presents management's discussion and analysis of the Fund's financial performance during the fiscal year that ended June 30, 2012. Read it in conjunction with the financial statements that follow this section.

GENERAL BACKGROUND, OVERVIEW AND PROGRAMS

The California Legislature authorized creation of the Golden State ScholarShare College Savings Trust (Trust) in 1997 (Education Code Sections 69980-69994 (Act), establishing a "qualified tuition program" as defined in Section 529 (Section 529 of the Internal Revenue Code of 1986, as amended (Code))). The Act authorizes Trust investments for a specific beneficiary's advance savings for qualified higher education expenses at an eligible educational institution. The Board is the State entity responsible for administering the State's qualified tuition program, the ScholarShare 529 College Savings Plan (Plan).

The Act authorizes SIB to collect administrative fees in connection with transactions of the Plan. The fees collected make up the ScholarShare Administrative Fund (Fund). The Fund is used, upon appropriation by the State Legislature, for the purposes specified in the Act. This self-funding structure allows SIB to fund services as required in the Act, such as investments, marketing, and administrative services related to the Plan, including operating costs, without cost to the State's General Fund. All fees are deposited into the Fund and all expenses are paid from the Fund pursuant to the Act. In addition, interest earned from the investment of the Fund in the State's Surplus Money Investment Fund is deposited directly into the Fund.

FINANCIAL HIGHLIGHTS

- Total net assets were \$7,415,285.
- Operating revenues were \$2,340,499.
- The total cost of operations was \$1,697,926.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2012

OVERVIEW OF REQUIRED FINANCIAL STATEMENTS

The financial statements of the Fund present information as an Enterprise Fund which uses accounting methods similar to those used by private sector companies. The financial statements include a Balance Sheet; Statement of Revenues, Expenses and Changes in Fund Net Assets; Statement of Cash Flows; and notes to the financial statements.

■ The *Balance Sheet* includes all of the Fund's assets, liabilities, and net assets for the year ended June 30, 2012 and provides information about the nature and amounts of investments in resources (assets) and the obligations to the Fund's creditors (liabilities) (see Table 1).

	Table 1 Balance She June 30, 20		
Assets		<u>June 30, 2011</u>	June 30, 2012
Current Assets	Total Assets	\$ 7,297,254 7,297,254	\$ 7,950,808 7,950,808
Liabilities			
Current Liabilities		283,937	147,236
Non-Current Liabilities	Total Liabilities	308,429 592,366	388,287 535,523
Net Assets	Total Net Assets	6,704,888 6,704,888	7,415,285 7,415,285
Total Lia	abilities and Net Assets	<u>\$ 7,297,254</u>	\$ 7,950,808

The Fund's Total Liabilities and Net Assets were \$7,950,808 as of June 30, 2012. In addition, as a result of a decrease in operating expenses during fiscal year 2011-2012, the total Current Liabilities decreased from the prior year by \$136,701.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2012

• The *Statement of Revenues, Expenses, and Changes in Fund Net Assets* accounts for all revenues earned and expenses incurred by the Fund for the year ended June 30, 2012. This statement reflects the results of the Fund's operations over the year (see Table 2).

Table 2											
Statement of Revenues, Expenses, and Changes In Fund Net Assets											
	For the Year Ended June 30, 2012										
	<u>FY 2010-11</u> <u>FY 2011-12</u>										
Operating Revenues											
Fees Revenue		\$	2,418,306	\$	2,340,499						
Other Income			305		0						
	Total Operating Revenues		2,418,611		2,340,499						
Operating Expenses											
Operating Expenses			2,393,446		1,697,926						
Speruming Expenses	Total Operating Expenses		2,393,446		1,697,926						
Change in Net Assets			58,846		710,397						
Net Assets – Beginning			6,646,042		6,704,888						
Net Assets – Ending		<u>\$</u>	6,704,888	\$	7,415,285						

In fiscal year 2011-2012, the Fund's Change in Net Assets was \$710,397. Total operating revenue and total operating expenses decreased from the prior year by \$78,112 and \$695,520, respectively.

Although total Plan assets increased over the past year, the decrease in Fees Revenue is attributed specifically to the reduction in administrative fees collected by the Fund following the program management transition of the Plan in November 2011.

Similarly, Total Operating Expenses decreased during the fiscal year when compared to the prior fiscal year. Reasons for this decrease include a reduced number of marketing and outreach service contracts by the Board as a result of an increased marketing commitment from the new program manager, staff vacancies during a portion of the fiscal year, reduced consulting and printing services, and reductions in general expenses, training, and communication.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2012

The *Statement of Cash Flows* provides information about the Fund's cash receipts and cash payments during the year ended June 30, 2012. This statement reports cash receipts, cash payments, and net changes in cash resulting from operations, capital and related financing, noncapital financing and investment activities. The statement provides answers to questions of where cash came from, what cash was used for, and what caused changes in cash for the reporting period covered (see Table 3).

Table 3 Statement of Cash Flows For the Year Ended June 30, 2012								
		FY 2010-11	Ī	FY 2011-12				
Cash Flows Cash Flows from Operating Activities Net Cash Provided by Operating Activities Cash Flows from Capital & Related Financing Activities Cash Flows from Investing Activities Net Increase in Cash and Cash Equivalents	\$	163,428 0 34,428 197,856	\$	653,359 40,720 28,839 722,918				
Beginning Cash and Cash Equivalents		6,737,561	_	6,935,417				
Ending Cash and Cash Equivalents	\$	6,935,417	<u>\$</u>	7,658,335				

The Net Increase in Cash and Cash Equivalents of \$722,918, which is an increase of \$525,062 from the prior fiscal year, is due to the overall decrease in total operating expenses incurred during fiscal year 2011-2012.

The Cash Flows from Capital and Related Financing Activities amount of \$40,720 for fiscal year 2011-2012 is a refund for reverted appropriations resulting from an advance to the DGS Architecture Revolving Fund from prior years.

The interfund activity (the receipts and payments for interfund services), which was reported under Cash Flows from Non Capital Financing Activities in fiscal year 2010-2011, is now represented under the more appropriate Cash Flows from Operating Activities for fiscal year 2011-2012.

• The *Notes to Financial Statements* provide additional information that is essential to a full understanding of the data provided in the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL YEAR ENDED JUNE 30, 2012

FACTORS BEARING ON THE ENTITY NAME'S FUTURE

The Fund's operating revenues are directly related to the assets invested in the Plan. A number of factors affect these assets including, but not limited to, market conditions; the rate and amount of contributions from new and existing Plan participants, which may depend on the economic downturn from both a State and national perspective, as well as other issues such as unemployment; withdrawals from Plan participants either for qualified and non-qualified expenses or rollovers out of the Plan; and the effectiveness and level of marketing efforts of the Plan. Anticipation of these factors remains unknown and may result in an increase or decrease in the Fund's operating revenues in future years.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Fund's financial position and is intended for distribution to a variety of interested parties. Questions concerning any of the information provided in this report or requests for additional information should be addressed to the Executive Director, ScholarShare Investment Board, 915 Capitol Mall, Room 105, Sacramento, California 95814.

BALANCE SHEET JUNE 30, 2012

ASSETS

CURRENT ASSETS:		
Cash and cash equivalents in state treasury	\$	7,658,335
Accounts receivable		177,542
Due from other funds		87,502
Interest receivable		6,802
Prepaid expenses		12,000
Capital assets, net	_	8,627
Total assets	\$_	7,950,808
	_	
LIABILITIES		
CURRENT LIABILITIES:		
Accounts payable	\$	119,502
Due to other funds		2,795
Accrued vacation		24,939
Total current liabilities	-	147,236
NONCURRENT LIABILITIES:		
Accrued vacation		175,287
OPEB obligation		213,000
Total noncurrent liabilities	_	388,287
	_	,
Total liabilities	_	535,523
NET ASSETS:		
Invested in capital assets		8,627
Unrestricted		7,406,658
	_	, , , -
Total net assets		7,415,285
	_	
TOTAL LIABILITIES AND NET ASSETS	\$	7,950,808

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN FUND NET ASSETS FOR THE FISCAL YEAR ENDED JUNE 30, 2012

OPERATING REVENUES:		
Fees revenue	\$_	2,340,499
OPERATING EXPENSES:		
		0.62.220
Consultants and professional services		862,239
Salaries, wages, and benefits		684,748
Travel		54,693
General expenses		54,110
Facilities operation		18,128
Printing		10,706
Depreciation expense		5,574
Communications		4,853
Postage		1,646
Training	_	1,229
Total operating expenses	_	1,697,926
Total operating expenses	-	1,077,720
OPERATING INCOME		642,573
NON-OPERATING REVENUE:		
Interest income		27,104
Refund	_	40,720
Total non-operating revenues		67,824
- our non operating to tenues		07,021
CHANGE IN NET ASSETS		710,397
NET ASSETS, Beginning of Year	-	6,704,888
NET ASSETS, End of Year	\$_	7,415,285

STATEMENT OF CASH FLOWS FOR THE FISCAL YEAR ENDED JUNE 30, 2012

CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from fees	\$	2,377,062
Receipts from interfund services provided		21,492
Payments to employees		(600,548)
Payments to suppliers		(875,321)
Payments for interfund services used		(269,326)
Net cash provided by operating activities	-	653,359
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES		
Refunds for reverted appropriations	_	40,720
CASH FLOWS FROM INVESTING ACTIVITIES:		
Interest receipts from Surplus Money Investment Fund	_	28,839
NET INCREASE IN CASH AND CASH EQUIVALENTS		722,918
BEGINNING CASH AND CASH EQUIVALENTS	_	6,935,417
ENDING CASH AND CASH EQUIVALENTS	\$_	7,658,335
RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating Income	\$	642,573
ADJUSTMENTS TO RECONCILE OPERATING INCOME TO NET CASH PROVIDED BY OPERATIONS:		
Depreciation expense		5,574
(Increase) decrease in:		-,-,-
Accounts receivable		36,563
Due from other funds		21,492
Prepaid expenses		4,000
Increase (decrease) in:		
Accounts payable		(136,196)
Due to other funds		(4,847)
Accrued vacation		21,200
OPEB obligation	_	63,000
Net cash provided by operating activities	\$	653,359

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. GENERAL

The Golden State ScholarShare College Savings Trust (the Trust) was formed by California Law in April 1999, to help individuals save for the costs of higher education. Under the Trust, an individual (Account Owner) opens an account on behalf of a designated beneficiary that the Account Owner names and the contributions can be allocated among a number of investment options. The California Law that formed the Trust also established the ScholarShare Administrative Fund (the Administrative Fund) to administer the Trust activities. The oversight of the Trust and the Administrative Fund is the responsibility of the ScholarShare Investment Board (the Board).

The Board entered into management agreements with TIAA-CREF Tuition Financing, Inc. (TFI) until November 10, 2006, with Fidelity Brokerage Services, LLC (Fidelity) until November 6, 2011, and with TFI thereafter to serve as Program Managers of the Trust's accounts until the Account Owner requests funds. These accounts are not included in the financial statements of the Administrative Fund. Other auditors audit the financial statements of these accounts and a copy of the Trust's audited financial statements can be obtained from the ScholarShare Investment Board.

B. THE REPORTING ENTITY

These financial statements present information on the financial activities of the Administrative Fund. The Administrative Fund is a fund of the State of California and its financial information is included in the totals for the Enterprise Funds of the State of California's basic financial statements.

C. BASIS OF PRESENTATION

The Administrative Fund is a public instrumentality of the State of California and is treated as an Enterprise Fund. The accrual basis of accounting is utilized whereby revenues are recorded when earned and expenses are recognized in the accounting period in which the liability is incurred (when goods are received or services rendered). The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. As a governmental entity, the Administrative Fund follows the accounting standard hierarchy established by the GASB. However, since the Administrative Fund operates proprietary activities, which are usually thought to be business-type activities (enterprise fund accounting), applicable statements and interpretations of the Financial Accounting Standards Board (FASB) issued before November 30, 1989 may apply unless they conflict with or contradict GASB pronouncements. The Administrative Fund has elected not to apply FASB pronouncements issued after November 30, 1989.

D. ACCOUNTS RECEIVABLE

Receivables consist of administrative fees and interest earned on investments.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2012

E. PREPAID EXPENSES

Payments made for services that will benefit periods beyond June 30, 2012, are recorded as prepaid items using the consumption method. A current asset for the prepaid amount is recorded at the time of the purchase and an expenditure/expense is reported in the year in which services are consumed.

F. INTERFUND TRANSACTIONS

Interfund receivables and payables typically result from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system or (3) payments between funds are made. As of June 30, 2012, the interfund receivables and payables are indicative of short-term cash flow borrowings.

At June 30, 2012 the Administrative Fund has an amount due to the State Department of General Services Revolving Fund of \$2,785 and an amount due to the State General Fund of \$10 for expenses paid by the funds on behalf of the Administrative Fund.

At June 30, 2012 the Administrative Fund had an amount due from the Governor's Scholarship Programs, General Fund (Program) of \$87,502 for expenses paid by the Administrative Fund on behalf of the Program.

G. CAPITAL ASSETS AND DEPRECIATION

Capital assets are defined as assets with a useful life of at least one year and a unit acquisition cost of at least \$5,000. Equipment is depreciated using the straight-line method over five years.

H. REVENUES

Monthly, the Administrative Fund collects from the Trust fund a fee for the purpose of paying for its operating costs associated with administering the Trust. In addition, the Administrative Fund earns interest on its funds pooled with the State of California's Surplus Money Investment Fund.

The Administrative Fund distinguishes operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from the administration of trust activities.

When both restricted and unrestricted net assets are available, restricted resources are used only after the unrestricted resources are depleted.

I. VACATION AND SICK LEAVE

The accrued liability for the vacation compensation is recognized as an expenditure and liability in the Administrative Fund's financial statements. Additionally, accumulated sick-leave balances are not recorded as compensated absences because they do not vest to employees. However, unused sick-leave balances convert to service credits upon retirement.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2012

J. RISK MANAGEMENT

The Administrative Fund is a fund of the State of California, which is primarily self-insured against loss or liability. The State generally does not maintain reserves; losses are covered by appropriations in the year in which the payment occurs or it becomes fixed and determinable. The Administrative Fund has not had any claims subject to this coverage. Additional disclosures are presented in the basic financial statements of the State of California.

K. USES OF ESTIMATES

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing the financial statements.

2. CASH AND CASH EQUIVALENTS IN STATE TREASURY

The Administrative Fund considers all short-term investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents in state treasury at June 30, 2012 were as follows:

Deposits in Surplus Money Investment Fund	\$ 7,658,000
Cash in State Treasury	316
General Cash	 19
Cash and Cash Equivalents in State Treasury	\$ 7,658,335

The investments held must be allowable under California Government Code Section 53601. Allowable investments are as follows:

- Passbook Savings Account Demand Deposits
- Certificates of Deposit (or Time Deposits) placed with commercial banks and/or savings and loan companies
- Securities of the U.S. Government, or its agencies
- Bankers' Acceptances
- Commercial Paper
- Medium Term Corporate Notes
- Investments in Repurchase Agreements
- Local Agency Investment Fund (State Pool) Demand Deposits

The Administrative Fund invests excess cash funds in the Surplus Money Investment Fund (SMIF). All of the resources of SMIF are invested through the Pooled Money Investment Account (PMIA). The PMIA investment program is designated by the Pooled Money Investment Board and is administered by the office of the State Treasurer. As of June 30, 2012, the Administrative Fund has invested funds in SMIF in the amount of \$7,658,000.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2012

Additional disclosure detail required by Government Accounting Standards Board Statement No. 3, No. 31, and No. 40, regarding cash deposits and investments are presented in the financial statements of the State of California for the year ended June 30, 2012.

3. CAPITAL ASSETS

Capital asset activity for the year ended June 30, 2012 was as follows:

	_	Balance ly 1, 2011	A	Additions	<u>R</u>	eductions	Balance June 30, 2012
Capital assets, being depreciated: Equipment	\$	26,080	\$	-	\$	- \$	26,080
Less accumulated depreciation for: Equipment		(11,879)	·	(5,574)			(17,453)
Total capital assets, being depreciated	\$ <u></u>	14,201	\$ <u></u>	(5,574)	\$ <u></u>	\$	8,627

4. ACCRUED VACATION

Administrative Fund employees are granted vacation and sick leave in varying amounts, depending upon the employee. These hours are accrued for all employees on the basis of monthly payrolls. Upon separation, employees are paid for accumulated vacation days up to specified limits. Accrued vacation and sick leave follow State employees from agency to agency and are not necessarily earned since the inception of the Administrative Fund. Accrued vacation activity for the year ended June 30, 2012, was as follows:

	Ju	Balance ine 30, 2011	A	Additions	litions Reductions Ju		Balance June 30, 2012		Due Within One Year	
Accrued vacation	\$	179,026	\$	46,139	\$_	(24,939)	\$	200,226	\$	24,939

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2012

5. DEFINED BENEFIT PLAN

Eligible Administrative Fund employees participate in the California Public Employees' Retirement System of the State of California (CalPERS), an agent multiple-employer retirement system that acts as a common investment and administrative agent for participating State and Local Government Agencies. Since all State agencies are considered collectively to be a single employer, the actuarial present value of vested and non-vested accumulated plan benefits attributable to the Fund's employees cannot be determined. The significant actuarial assumptions used to compute the actuarially determined State contribution requirements are the same as those used to compute the State pension benefit obligation as defined by CalPERS. The State charges the Administrative Fund for its share of the required contributions. For the year ended June 30, 2012, the Administrative Fund's contributions to CalPERS were \$76,547. Participant contributions range from zero to six percent of their salary depending on the tier of participation.

Generally, full-time and permanent part-time employees are eligible to participate in CalPERS. Depending upon the plan option selected, benefits vest after five or ten years of service. Participants are eligible for service retirement after age 50 or 55 and must have five or ten years of CalPERS credited service, depending upon the tier of participation. Upon retirement, participants are entitled to an annual retirement benefit payable monthly for life based on their highest average monthly salary over any 12-month period within their last 36 months of employment, times a benefit factor of .50 to 2.418 percent depending on retirement age, years of credited service and the tier of participation. CalPERS also provides death and disability benefits to covered participants. These benefit provisions and all other requirements are established and may be amended by State statute.

CalPERS issues a separate comprehensive annual financial report that includes financial statements and required supplementary information. Copies of the CalPERS annual financial report may be obtained from the CalPERS Executive Office, 400 P Street, Sacramento, California 95814.

Additional disclosure detail required by Government Accounting Standards Board Statement No. 25, No. 27, and No. 50, regarding the defined benefit plan are presented in the financial statements of the State of California for the year ended June 30, 2012.

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2012

6. OTHER POST-EMPLOYMENT BENEFITS (OPEB)

The State of California (the State) provides health care and dental benefits to annuitants of retirement systems to which the State contributes as an employer. A portion of the State's post-retirement benefit costs have been allocated to the Administrative fund as follows:

Annual required contribution	\$ 97,000
Interest on net OPEB obligation	9,000
Adjustment to annual required contribution	(8,000)
Annual OPEB cost (expense)	 98,000
Contributions made	(35,000)
Increase in net OPEB obligation	 63,000
Net OPEB obligation – beginning of year	150,000
Net OPEB obligation – end of year	\$ 213,000

Additional disclosure detail required by Government Accounting Standards Board Statement No. 45, regarding post-retirement benefits are presented in the financial statements of the State of California for the year ended June 30, 2012.